



THE FAMILY LINES RAIL SYSTEM

500 Water Street · Jacksonville, Florida 32202 · Telephone (904) 359-3100

January 15, 1982

LAW DEPARTMENT
Writer's direct
telephone line:

7499-A
RECORDATION NO. 7499-A Filed 1475

No. 2- 29A-DO

JAN 29 1982 - 2 40 PM

Date JAN 29 1982

Fee \$10.00

INTERSTATE COMMERCE COMMISSION

Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Madam Secretary:

99-A
There are transmitted to you herewith for filing and recordation pursuant to 49 U.S.C. Section 11303 four duly executed counterparts of an Agreement dated as of January 15, 1982, between ACF Industries Incorporated whose address is 750 Third Avenue, New York, New York 10017, and Louisville and Nashville Railroad Company, whose address is 500 Water Street, Jacksonville, Florida 32202.

This Agreement supplements that Agreement dated as of April 15, 1974 which was filed and recorded with the Interstate Commerce Commission on May 6, 1974 and assigned Recordation No. 7499.

ll
cancel
By this Agreement, the parties acknowledged the termination and cancellation of that Agreement dated as of April 15, 1974.

Attached hereto is a draft payable to the Interstate Commerce Commission to cover the recordation fee for this Agreement.

ll
L
Nashville
This letter of transmittal is signed by an officer of Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

After recordation, please return the recorded counterparts of said Agreement to:

Mr. Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
1666 K Street, N. W.
Washington, D.C. 20006

Respectfully yours,

Louisville and Nashville Railroad Company

By David M. Yearwood
David M. Yearwood
General Attorney

RECORDATION NO. 7499 A Filed 1982

Counterpart No. 1
Of 4 Counterparts

JAN 29 1982 - 2 40 PM

AGREEMENT
INTERSTATE COMMERCE COMMISSION

AGREEMENT, dated as of January 15, 1982, by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation ("ACF"), and LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation ("L&N").

WITNESSETH:

WHEREAS, ACF AND L&N entered into an Agreement dated as of April 15, 1974 ("Agreement") covering 600 70-ton box cars;

WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission on May 6, 1974 and assigned Recordation No. 7499; and

WHEREAS, the Agreement has been terminated and canceled, and the parties hereto desire to execute this instrument to acknowledge for public record the termination and cancellation of the Agreement.

NOW, THEREFORE, in consideration of the premises, ACF and L&N hereby acknowledge that the Agreement has been terminated and canceled.

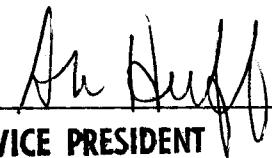
L&N agrees to cause this Agreement to be filed and recorded with the Interstate Commerce Commission.

This Agreement may be simultaneously executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed in their respective corporate names by their respective duly authorized officers and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

ACF INDUSTRIES, INCORPORATED

By


VICE PRESIDENT

(Corporate Seal)

Attest:


ASSISTANT SECRETARY

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By


Director of Finance

Attest:


Attesting Officer

STATE OF NEW YORK,)
) ss.;
COUNTY OF NEW YORK,)

On this 22nd day of January, 1982, before me personally appeared A. L. Huff, to me personally known, who, being by me duly sworn, says that he is Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony M. Romanello
Notary Public

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1983

STATE OF FLORIDA,)
) ss.:
COUNTY OF DUVAL)

On this 20 day of January, 1982, before me personally appeared David D. Owen, to me personally known, who, being by me duly sworn, says that he is the Director of Finance of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sanjiv L. Hellein
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Nov. 17, 1985